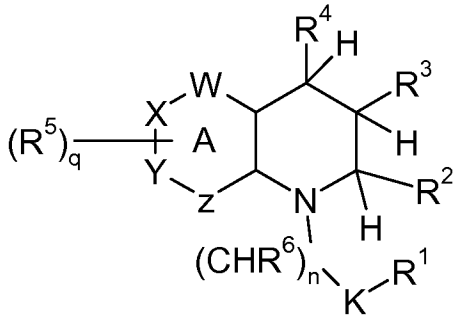
Amendments to the Claims

1. (Previously Presented) A compound of formula



I

wherein

q is 0, 1, or 2;

W, X, Y and Z are each independently CH, C, N, S, or O with appropriate single or double bonds and/or hydrogen atoms to complete valency requirements;

Ring A is a five or six member ring wherein one of W, X, Y and Z may be absent; provided that ring A is not phenyl;

K is a bond, C=O, or $S(O)_p$;

p is 0, 1 or 2;

n is 0, 1, or 2;

when n is 0, K is C=O or $S(O)_p$ and R^1 is selected from a group consisting of -OC_1-C_6 alkyl, -O-aryl, -OC_2-C_6 alkenyl, -OC_1-C_6 haloalkyl, -OC_1-C_6 alkylheterocyclic, -OC_3-C_8 cycloalkyl, -OC_1-C_6 alkylcycloalkyl, -NR^7R^8, -OC_1-C_6 alkylaryl, -O-heterocyclic, -OC_1-C_6alkylCO_2R^{11}, -OC_2-C_6alkylalcohol, -OC_1-C_6 alkylNR^7R^8, -OC_2-C_6 alkylcyano, $CONR^{11}R^{12}$, $NR^{11}SO_2R^{12}$, $NR^{11}COR^{12}$, C_2-C_3 alkyl$NR^{11}R^{12}$, C_1-C_3 alkylCOR^{11}, C_0-C_6 alkyl$COOR^{11}$and wherein each cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3 groups independently selected from oxo, hydroxy, halo, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, -C_1-C_6 alkylalcohol, OC_2-C_6 alkylalcohol, C_1-C_6 haloalkoxy, $CONR^{11}R^{12}$, $NR^{11}SO_2R^{12}$, $NR^{11}COR^{12}$, C_0-C_3 alkyl$NR^{11}R^{12}$, C_1-C_3 alkylCOR^{11}, C_0-C_6 alkyl$COOR^{11}$, C_0-C_6 alkylcyano, -OC_2-C_6alkylcyano, C_1-C_6 alkylcycloalkyl, phenyl, -OC_1-C_6 alkylcycloalkyl, -OC_1-C_6 alkylaryl, -OC_1-C_6 alkylheterocyclic, and C_1-C_6 alkylaryl;

when n is 1 or 2, K is a bondand R^1 is selected from a group consisting of hydroxy, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 alkylheterocyclic, C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl; C_1-C_6 alkylaryl, aryl, heterocyclyl, C_1-C_6 alkylalcohol, C_1-C_6 alkylNR^7R^8, wherein each cycloalkyl, aryl and heterocyclic is optionally substituted with 1 or 2 groups

independently selected from the groups consisting of oxo, hydroxy, halo, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, -C_1-C_6 alkylalcohol, OC_2-C_6 alkylalcohol, C_1-C_6 haloalkoxy, $CONR^{11}R^{12}$, $NR^{11}SO_2R^{12}$, $NR^{11}COR^{12}$, C_0-C_3 alkyl$NR^{11}R^{12}$, C_1-C_3 alkylCOR^{11}, C_0-C_6 alkyl$COOR^{11}$, C_0-C_6 alkylcyano, -OC_2-C_6alkylcyano, C_1-C_6 alkylcycloalkyl, phenyl, -OC_1-C_6 alkylcycloalkyl, -OC_1-C_6 alkylaryl, -OC_1-C_6 alkylheterocyclic, and C_1-C_6 alkylaryl;

R^2 is each independently selected from the group consisting of hydrogen, halo, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, OC_1-C_6 alkyl, C_0-C_6 alkylNR^7R^8, heteroaryl, heterocyclyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl C_1-C_6 alkylheterocyclyl, and substituted C_0-C_6 alkylaryl; wherein the aryl group is substituted and each cycloalkyl or heterocyclic is optionally substituted with 1 to 3 groups independently selected from oxo, hydroxy, halo, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alcohol, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, $CONR^{11}R^{12}$, $NR^{11}SO_2R^{12}$, $NR^{11}COR^{12}$, C_0-C_3 alkyl$NR^{11}R^{12}$, C_1-C_3 alkylCOR^{11},C_0-C_6 alkyl$COOR^{11}$, cyano, and phenyl;

R^3 is each independently selected from hydrogen, C_1-C_6 alkyl, aryl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkylaryl, C_1-C_6 alkylheterocyclic, C_3-C_8 cycloalkyl, or C_1-C_6 alkylcycloalkyl;

R^4 is a group represented by the formula -NR^9R^{10};

R^5 is selected from the group consisting of hydrogen, halogen, hydroxy, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl, C_1-C_6 alkylaryl, C_1-C_6 alkylheterocyclic, aryl, C_1-C_6 alkylaryl, heteroaryl, aryloxy, -OC_2-C_6 alkenyl, -OC_1-C_6 haloalkyl, -NR^7R^8, and -OC_1-C_6 alkylaryl; and wherein when q is 1, 2 or 3, two adjacent R^5 groups may combine to form a fused 5 or 6 member optionally substituted carbocyclic or heterocyclic ring with ring A;

R^6 is independently selected from the group consisting of hydrogen, C_1-C_6 alkyl, C_2-C_6 alkenyl, hydroxy, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_1-C_6 alkoxy, aryloxy, -OC_2-C_6 alkenyl, -OC_1-C_6 haloalkyl, C_1-C_6 alkylNR^7R^8, C_3-C_8 cycloalkyl, and C_1-C_6 alkylcycloalkyl;

R^7 and R^8 are independently selected from the group consisting of hydrogen, C_1-C_6 alkylcycloalkyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylheterocyclic, C_1-C_6 haloalkyl, $NR^{11}R^{12}$, hydroxy, oxo, COOH, $C(O)OC_1$-C_4 alkyl, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 alkylalcohol, C_1-C_6 alkylamine, C_1-C_6 alkylaryl, C_2-C_6 alkenylaryl, C_2-C_6 alkynylaryl, C_1-C_6 alkyl-O-C_1-C_6 alkylaryl, C_1-C_6 alkyl-NR^{11}-C_1-C_6 alkylaryl, C_1-C_6 alkylcyano, C_1-C_6 alkyl$CONR^7R^8$, C_1-C_6 alkylNR^7R^8, C_1-C_6alkyl$NR^{11}COR^{12}$, and aryl, wherein each cycloalkyl or aryl group is optionally substituted with halo, hydroxy, oxo, amino, COOH, $C(O)OC_1$-C_4 alkyl,

C_1-C_6 haloalkyl, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 alkylalcohol, and C_1-C_6 alkyalmine;

or R^7 and R^8 combine to form a nitrogen containing heterocyclic ring which may have 0, 1, or 2 additional hetero-atoms selected from oxygen, nitrogen or sulfur and may be optionally substituted with oxo, or C_1-C_6 alkyl;

R^9 is the group C_1-C_6 alkyl, C_2-C_6 alkenyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl, aryl, heterocyclic, C_1-C_6 alkylheterocyclic, COR^7, CO_2R^7, C_0-C_3 alkyl$CONR^7R^8$, C_0-C_3 alkyl$S(O)_pNR^7R^8$, or C_0-C_3 alkyl$S(O)_pR^7$ wherein R^7 is as defined above, and wherein each alkyl, cycloalkyl, aryl, and heterocyclic is optionally substituted with one to two groups independently selected from halo, hydroxy, oxo, COOH, $C(O)OC_1$-C_4 alkyl, C_1-C_6 haloalkyl, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 alkylalcohol, C_1-C_6 alkylamine, C_1-C_6 alkylaryl, C_2-C_6 alkenylaryl, C_2-C_6 alkynylaryl, C_1-C_6 alkylheterocyclic, $-NR^7R^8$, C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl, C_1-C_6 alkyl-O-C_1-C_6 alkylaryl, C_1-C_6 alkyl-NR^{11}-C_1-C_6 alkylaryl, C_1-C_6 alkylcyano, C_1-C_6 alkyl$CONR^7R^8$, C_1-C_6 alkylNR^7R^8, C_1-C_6alkyl$NR^{11}COR^{12}$, and aryl, wherein each cycloalkyl or aryl group is optionally substituted with halo, hydroxy, oxo, amino, COOH, $C(O)OC_1$-C_4 alkyl, C_1-C_6 haloalkyl, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 alkylalcohol, and C_1-C_6 alkylamine, provided that when W is N and X, Y, and Z are all C, R^9 is selected from the group COR^7, CO_2R^7, C_0-C_3 alkyl$CONR^7R^8$, C_0-C_3 alkyl$S(O)_pNR^7R^8$, or C_0-C_3 alkyl$S(O)_pR^7$;

R^{10} is selected from the group consisting of aryl, C_1-C_6 alkylaryl, C_2-C_6 alkenylaryl, C_2-C_6 alkynylaryl, C_1-C_6 haloalkylaryl, C_1-C_6 alkylheterocyclic, C_2-C_6 alkenylheterocyclic, C_1-C_6 alkylcycloalkyl, C_3-C_8 cycloalkyl, C_1-C_6 alkyl-O-C_1-C_6 alkylaryl, and wherein each cycloalkyl, aryl, or heterocyclic group is optionally substituted with 1-3 groups independently selected from the group consisting of hydroxy, oxo, $-SC_1$-C_6 alkyl, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 alkynyl, C_1-C_6 haloalkyl, halogen, C_1-C_6 alkoxy, aryloxy, C_1-C_6 alkenyloxy, C_1-C_6 haloalkoxyalkyl, C_0-C_6 alkyl$NR^{11}R^{12}$, $-OC_1$-C_6 alkylaryl, nitro, cyano, $-OC_1$-C_6 haloalkyl, C_1-C_6 haloalkylalcohol, and C_1-C_6 alkylalcohol;

R^{11} and R^{12} are independently selected from the group consisting of hydrogen, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_3-C_8 cycloalkyl, heterocyclic, aryl, and C_1-C_6 alkylaryl, wherein each aryl group is optionally substituted with 1-3 groups independently selected from halogen, C_1-C_6 alkylheterocyclic, and C_1-C_6 haloalkyl, or R^{11} and R^{12} combine to form a nitrogen containing heterocyclic ring which may have 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen or sulfur and is optionally substituted with oxo, or C_1-C_6 alkyl; or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer or mixture of diastereomers thereof.

2. (Previously Presented) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer or mixture of diastereomers thereof, wherein n is zero, K is C=O and R^1 is selected from a group consisting of -OC_1-C_6 alkyl, O-aryl, -OC_2-C_6 alkenyl, -OC_1-C_6 haloalkyl, -OC_3-C_8 cycloalkyl, -OC_1-C_6 alkylcycloalkyl, -OC_1-C_6 alkylaryl, -O heterocyclic, and -OC_1-C_6alkylCO_2R^{11}, -OC_2-C_6alkylalcohol, -OC_1-C_6 alkylNR^7R^8, -OC_2-C_6 alkylcyano -OC_1-C_6 alkylheterocyclic, wherein each cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3 groups independently selected from C_0-C_6 alkyl$COOR^{11}$, C_0-C_6 alkylalcohol, C_0-C_3 alkyl$NR^{11}R^{12}$, and C_0-C_6 alkylcyano.

3. (Previously Presented) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer or mixture of diastereomers thereof, wherein n is 1, K is a bond and R^1 is selected from a group consisting of C_2-C_6 alkenyl, C_2-C_6 haloalkyl, C_3-C_8 cycloalkyl, aryl, and heterocyclic wherein each cycloalkyl, aryl, or heterocyclic is optionally substituted with 1 or 2 groups selected from C_1-C_3 alkylalcohol, C_1-C_3 alkylamine, C_0-C_3 alkylCOOH, C_0-C_3 alkyl$CONH_2$, and C_0-C_3 alkylC(O)OC_1-C_3 alkyl.

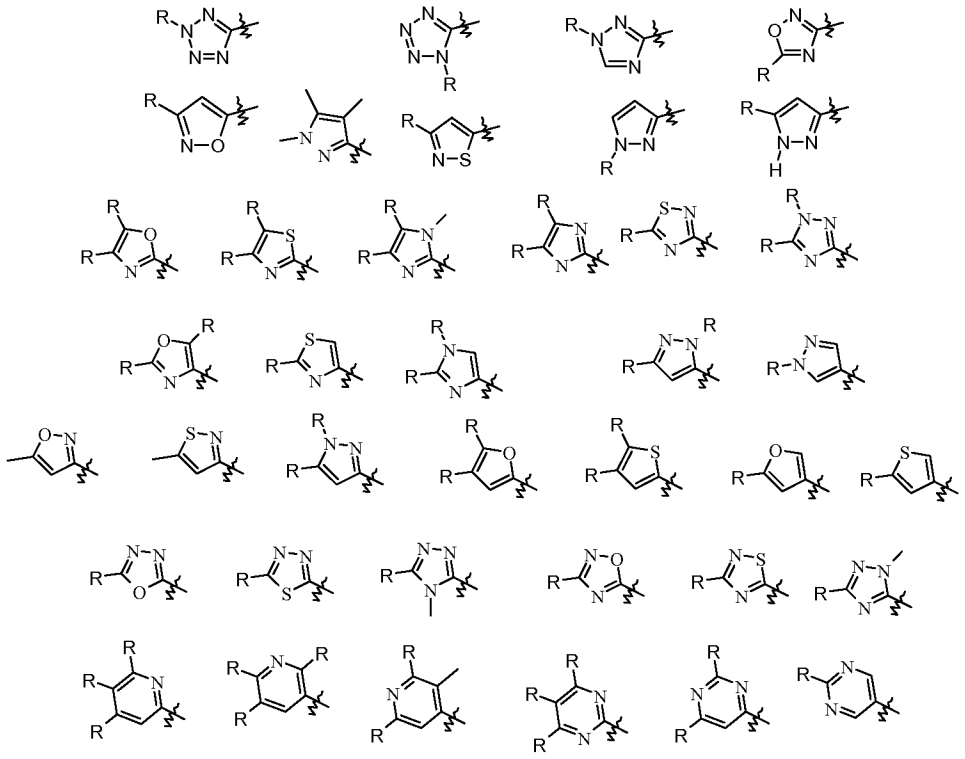
4. (Previously Presented) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer or mixture of diastereomers thereof, wherein R^4 is NR^9R^{10} and R^9 is a heterocyclic group optionally substituted with one to two groups independently selected from OH, halo, amino, C(O)OC_1-C_4 alkyl, C_1-C_6 haloalkyl, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 alkylalcohol, C_1-C_6 alkyalmine, C_3-C_8 cycloalkyl, and C_1-C_6 alkylcycloalkyl, C_1-C_6alkylcyano, C_1-C_6alkyl$CONR^7R^8$, C_1-C_6alkylCO_2R^{11}.

5. (Previously Presented) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer or mixture of diastereomers thereof, wherein the A ring is selected from the group consisting of pyridine, pyrazine, thiophene, pyrazole isoxazole, oxazole, and thiazole.

6. (Previously Presented) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer or mixture of diastereomers thereof, wherein the A ring is pyridine.

7. (Previously Presented) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer or mixture of diastereomers thereof, wherein the A ring is thiophene.

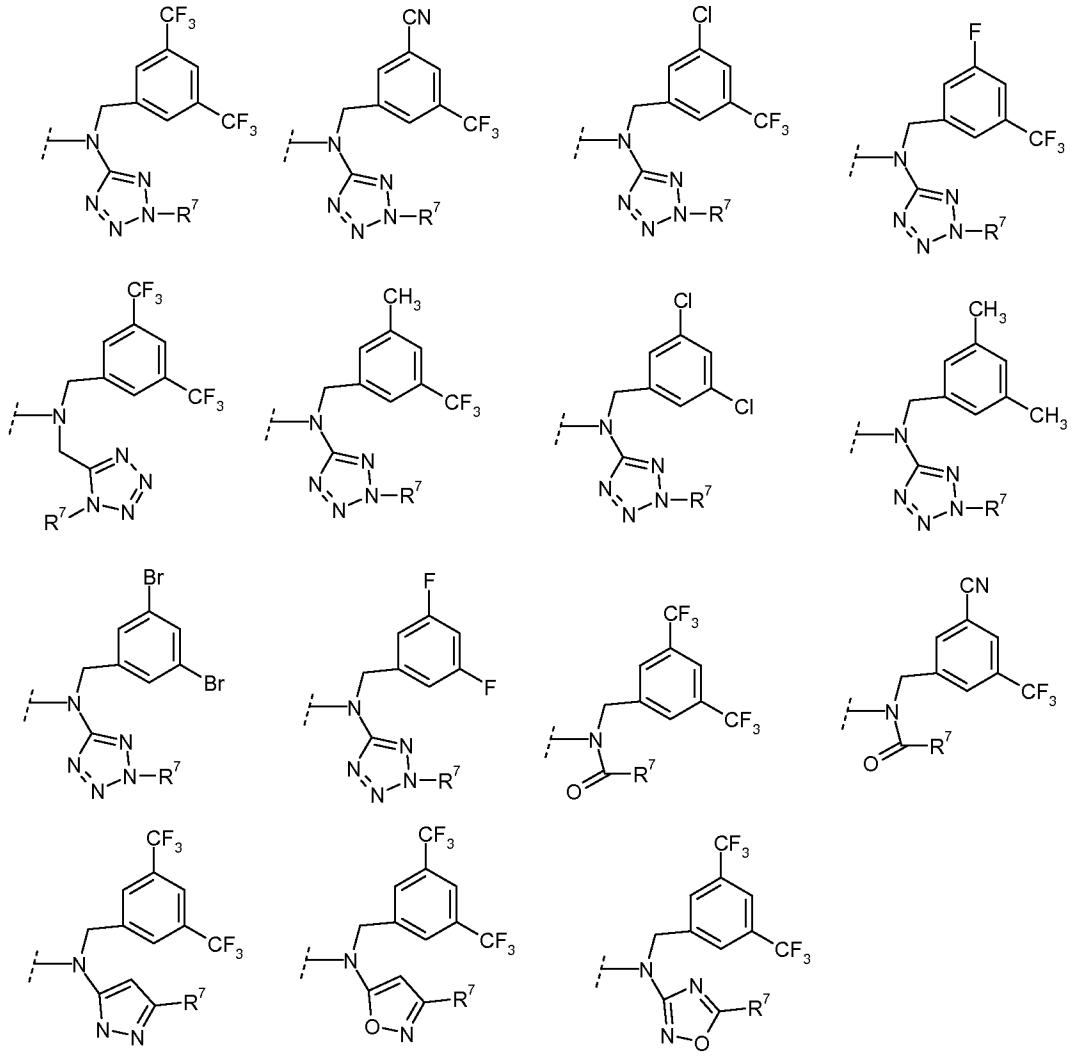
8. (Previously Presented) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer or mixture of diastereomers thereof, wherein each R^3 is hydrogen and R^9 is selected from the group consisting of:



wherein R is independently H, OH, NR^7R^8 or C_1-C_3 alkyl wherein C_1-C_3 alkyl group is optionally substituted with OH, halo, cyano, $CONR^7R^8$, CO_2R^{11}, or NR^7R^8.

9. (Previously Presented) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer or mixture of diastereomers thereof, wherein two R^5 groups combine to form a fused cyclopentane or cyclohexane ring with ring A.

10. (Previously Presented) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer or mixture of diastereomers thereof, wherein R^4 is selected from the group consisting of:



wherein R^7 is OH, C_1-C_3 alkyl, -OC_1-C_3 alkyl, or C_1-C_3 haloalkyl.

11. (Currently Amended) A compound according to Claim 1 selected from the group consisting of:

4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-ethyl-7-methyl-3,4-dihydro-2*H*-[1,8]naphthyridine-1-carboxylic acid isopropyl ester,

Cis-4-[acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-ethyl-6-methoxy-3,4-dihydro-2H-[1,5]naphthyridine-1-carboxylic acid isopropyl ester ,

7-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-5-ethyl-6,7-dihydro-5*H*-thieno[3,2-b]pyridine-4-carboxylic acid isopropyl ester,

(+/-)-cis-4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-ethyl-6-bromo-3,4-dihydro-2H-[1,5]naphthyridine-1-carboxylic acid isopropyl ester,

(+/-)-cis-4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-ethyl-6-dimethylamino-3,4-dihydro-2H-[1,5]naphthyridine-1-carboxylic acid isopropyl ester,
(+/-)-cis-4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-ethyl-6-methyl-3,4-dihydro-2H-[1,5]naphthyridine-1-carboxylic acid isopropyl ester,
(+/-)-cis-4-[(3,5-Bis-trifluoromethyl-benzyl)-(2,5-dimethyl-2H-pyrazole-3-carbonyl)-amino]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid isopropyl ester,
(+/-)-cis-4-(3,5-Bis-trifluoromethyl-benzyl)-1-(cyclopentylmethyl-2-ethyl-6-methoxy-1,2,3,4-tetrahydro-[1,5]naphthyridine-4-yl)-acetamide,
(+/-)-cis-4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-6-methoxy-2-methyl-3,4-dihydro-2*H*-[1,5]naphthyridine-1-carboxylic acid isopropyl ester,
(+/-)-cis-4-[(3,5-Bis-trifluoromethyl-benzyl)-ethoxycarbonyl-amino]-6-methoxy-2-methyl-3,4-dihydro-2*H*-[1,5]naphthyridine-1-carboxylic acid isopropyl ester,
(+/-)-cis-4-[(3,5-Bis-trifluoromethyl-benzyl)-(3-fluoro-5-trifluoromethyl-benzoyl)-amino]-6-methoxy-2-methyl-3,4-dihydro-2*H*-[1,5]naphthyridine-1-carboxylic acid isopropyl ester,
(+/-)-cis-*N*-(3,5-Bis-trifluoromethyl-benzyl)-*N*-(1-cyclopentyl-6-methoxy-2-methyl-1,2,3,4-tetrahydro-[1,5]napthyridin-4-yl)-acetamide,
(+/-)-cis-4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-methyl-6-trifluoromethyl-3,4-dihydro-2H-[1,5]naphthyridine-1-carboxylic acid isopropyl ester,
(+/-)-cis-4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-cyclopropyl-6-trifluoromethyl-3,4-dihydro-2*H*-[1,5]naphthyridine-1-carboxylic acid isopropyl ester,
4-[(3,5-Bis-trifluoromethyl-benzyl)-(5,6,7,8-tetrahydro-quinolin-3-yl)-amino]-2,3-dimethyl-3,4,6,7,8,9-hexahydro-2*H*-benzo[b][1,5]napthyridine-1-carboxylic acid isopropyl ester,
or a pharmaceutically acceptable salt, enantiomer or diastereomer or mixture thereof.

12. (Canceled)

13. (Previously Presented) A method of treating dyslipidemia comprising administering a compound of formula I of claim 1, a pharmaceutically acceptable salt, enantiomer, racemate diastereomer, mixture of diastereomers thereof, to a patient in need thereof.

14. (Currently Amended) A method of treating ~~arteriosclerosis~~ atherosclerosis comprising administering a compound of formula I of claim 1, a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient in need thereof.

15-16. (Canceled)

17. (Previously Presented) A method of increasing plasma HDL-cholesterol in a mammal comprising administering a therapeutically effective amount of a compound of formula I of claim 1, a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient in need thereof.

18. (Canceled)

19. (Previously Presented) A pharmaceutical composition comprising a compound according to Claim 1, a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, and a carrier, diluent and/or excipient.

20. (Canceled)

21. (Previously Presented) A composition of claim 19 comprising one or more cardio protective agents selected from the group consisting of: statins, leptin, and lipid regulating agents.

22. (Canceled)

23. (Previously Presented) A method according to claim 14 comprising administering one or more cardio protective agents selected from the group consisting of: statins, leptin,and lipid regulating agents.

24. (New) A method according to claim 13 comprising increasing plasma HDL-cholesterol in said patient.

25. (New) A method according to claim 13 comprising decreasing plasma LDL-cholesterol in said patient.

26. (New) A method according to claim 14 comprising increasing plasma HDL-cholesterol in said patient.

27. (New) A method according to claim 14 comprising decreasing plasma LDL-cholesterol in said patient.